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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 3

(1) LOCKBOX # 979 091		
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) John L. Clark		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00
(4) STREET ADDRESS LINE NO. 1 505 Sansome Street, Ninth Fl.		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY San Francisco	(7) STATE CA	(8) ZIP CODE 94111
(9) DAYTIME TELEPHONE NUMBER (include area code) 415-765-8443		(10) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0012405973		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME Blue Casa Communications, Inc.		
(14) STREET ADDRESS LINE NO. 1 10 East Yanonali Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Santa Barbara	(17) STATE CA	(18) ZIP CODE 93101
(19) DAYTIME TELEPHONE NUMBER (include area code) 805-965-2302		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0018554444		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1		(29B) FCC CODE 2
SECTION D - CERTIFICATION		

CERTIFICATION

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PAID BY CREDIT CARD

PAID BY CREDIT CARD

GOODIN,
MACBRIDE,
SQUERI, DAY &
LAMPREY, LLP

John L. Clark, Attorney at Law

February 4, 2011

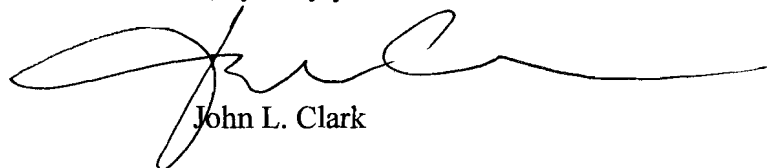
Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: Application, Pursuant to Section 214 of the Communications Act of 1934, as Amended, for Consent to Assignment by Blue Casa Communications, Inc. and Blue Casa (assignment for the benefit of creditors), LLC of Assets and International Section 214 Authorization to Blue Casa Telephone, LLC

Enclosed for filing are the original and six copies of the above-identified combined application. This application is being submitted as a combined international and domestic transfer of control/assignment application pursuant to Section 63.04(b) of the Commission's rules. This application is being filed electronically with the International Bureau via IBFS.

Enclosed is a completed Fee Remittance Form 159. As noted, the filing fee is being paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

Enclosures

3077/001/X126381.v1

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter)

Blue Casa Communications, Inc.)
Assignor,)

Blue Casa (assignment for the benefit of)
creditors), LLC)
Assignee for Benefit of Creditors and Assignor)

WC Docket No. _____

IB File No. _____

and)

Blue Casa Telephone, LLC)
Assignee)

Application, Pursuant to Section 214 of the)
Communications Act of 1934, as Amended, for)
Consent to Assignment by Blue Casa)
Communications, Inc. and Blue Casa (assignment)
for the benefit of creditors), LLC of Assets and)
International Section 214 Authorization to Blue)
Casa Telephone, LLC)

JOINT APPLICATION

Blue Casa Communications, Inc. (FRN: 0018554444) ("Blue Casa"), Blue Casa (assignment for the benefit of creditors), LLC (FRN 0020570354) ("Assignee FBO Creditors"), and Blue Casa Telephone, LLC (FRN 0020552303) ("BCT"), collectively "Joint Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 and 63.24, authority for the acquisition by BCT of Blue Casa's assets, including its customer base, and its International section 214 authorization immediately following an assignment for the

benefit of creditors made pursuant to California law. Information addressing the requirements of Commission Rule 63.04(a)(6)-(12) (47 C.F.R. § 63(a)(6)-(12)) is set forth in Attachment A.

I. INTRODUCTION AND SUMMARY OF TRANSACTION

Blue Casa provides local exchange, exchange access, and domestic and international interexchange telephone services to residential customers in California, with a particular focus on serving Spanish-speaking households. Blue Casa is financially-troubled and facing imminent business failure.

Due to these circumstances, a two-step transaction is proposed by which Blue Casa's assets, including its customer base, and its International section 214 authorization will be assigned to Assignee FBO Creditors and then sold to BCT. The first step of this transaction will consist of an assignment of Blue Casa's assets to Assignee FBO Creditors, which is a special purpose entity organized for the purpose of facilitating an assignment for the benefit of creditors pursuant to California law. The assignment for the benefit of creditors process is designed to both (i) facilitate the expeditious sale of Blue Casa's assets in order to preserve the going concern and (ii) maximize value and eventual recovery for Blue Casa's creditors. Assignee FBO Creditors will not operate the assets or provide any services but, instead, will immediately sell the assigned assets to BCT in exchange for a cash payment, which will be held in trust for the benefit of Blue Casa's creditors.

Under the proposed transaction, these two steps will take effect simultaneously, and BCT thereby will be positioned to provide continuing service to the transferred customers under the same rates, terms, and conditions that they enjoyed previously as customers of Blue Casa, without disruption or any other adverse impact on service quality. Thus, the transaction will be virtually transparent to affected customers. In accordance with applicable Commission and state requirements, all affected customers will be provided a minimum of thirty days'

advance written notice of the proposed transaction. Further, closing of the transaction will be subject to receipt of all required Commission and state authorizations.

II. REQUEST FOR EXPEDITED CONSIDERATION

Blue Casa's underlying service providers have threatened to terminate service, and Blue Casa is facing imminent business failure. In light of the substantial benefits that reasonably can be expected from enabling the Blue Casa customers to continue receiving service without interruption and at the same rates, terms, and conditions they currently enjoy, the Joint Applicants seek expedited approval to allow the proposed transaction to take place as soon as it is practicable to do so.

III. REQUEST FOR STREAMLINED PROCESSING

This application is eligible for streamlined processing under Sections 63.03 and 63.12 of the Commission's Rules, 47 CFR § 63.03 and § 63.12. With respect to the domestic authority, the application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the proposed transaction would result in the BCT, the assignee, having a less than 10% share in the interstate, interexchange market, BCT would provide competitive telephone exchange services or exchange services, if any, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transactions, and none of the applicants is dominant with respect to any service. (See 47 C.F.R. § 63.03(b)(2)(ii).) With respect to the international authority, the application is eligible for streamlined processing because none of the exceptions to streamlined filing specified by paragraph (c) of Section 63.12 applies.

IV. STATEMENT OF PUBLIC INTEREST

As noted herein, Blue Casa is not in a position that will allow it to continue to provide service to its customer base due to threat of financial insolvency and threatened termination of service by its underlying service providers. The proposed transfer of assets and

customers to BCT, which is financially-sound and will be managed and operated by a highly-experienced and capable team of telecommunications professionals, will enable customers who otherwise would be adversely affected by Blue Casa's business failure -- the majority of whom are served under California's state LifeLine program -- to continue to receive telephone service without change or disruption, and at the same rates, terms, and conditions they now enjoy.

For these reasons, Joint Applicants respectfully submit that this application is in the public interest and should be granted without delay.

V. SECTION 63.24(e) INFORMATION

Pursuant to Section 63.24(e) of the Commission's Rules, Joint Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this application. (In accordance with Section 63.24(e)(2), items (i)-(p) pertain to the assignees, only; but, item (h) contains ownership information for both the assignor and the assignees.)

(a) Names, Addresses, and Telephone Numbers of Applicants

(1) Assignor (Blue Casa); FRN 0018554444

Blue Casa Communications, Inc.
10 East Yanonali Street
Santa Barbara, CA 93101
Tel: 805-965-2302

(2) Assignee (Assignee FBO Creditors); FRN 0020570354

Blue Casa (assignment for the benefit of creditors), LLC
1100 La Avenida Street, Building A
Mountain View, CA 94043
Tel: 805-233-7603

(3) Assignee (BCT); FRN 0020552303

Blue Casa Telephone, LLC
25115 Avenue Stanford, Suite B-210
Valencia, CA 91355
Tel: 415-495-7000

(b) Jurisdiction of Organization

Blue Casa is a Delaware corporation.

Assignee FBO Creditors is a California limited liability company.

BCT is a California limited liability company.

(c) Contact Information

All correspondence and other communications concerning this application should be directed to:

John L. Clark
Goodin, MacBride, Squeri
Day & Lamprey, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@goodinmacbride.com

(d) Authorizations

Blue Casa holds domestic operating authority pursuant to a blanket license under Rule 63.01 and holds authority to provide global facilities-based and global resale services under File No. ITC-ASG-20050126-00168. Assignee FBO Creditors does not hold or intend to hold any operating authority or conduct any operations for which operating authority is required. BCT is a start-up company with no current operations and intends to operate under domestic operating authority pursuant to Rule 63.01, 47 C.F.R. § 63.01 and under International operating authority assigned from Blue Casa. BCT's parent, TCAST Communications, Inc., holds domestic operating authority pursuant to a blanket license under Rule 63.01 holds authority to provide global facilities-based and global resale services under (old) File No. ITC-96-288.

(h) Ownership

Blue Casa: The ownership structure of Blue Casa Communications, Inc. is

relatively complex. Therefore, in addition to providing the following narrative, a chart showing the ownership structure is appended to this application.

The following persons and entities directly hold 10% or greater ownership or control interests in Blue Casa Communications, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Direct Interest in Blue Casa (to nearest 1%)
Jeffrey Barbakow PO Box 50839 Santa Barbara, CA 93150	United States	Private Investor	22%
Granite Global Ventures III, L.P. 2494 Sand Hill Road, Suite 100, Menlo Park, CA 94025	United States	Investment Management	27%

Granite Global Ventures III, L.P. (“GGV III, L.P.”) is a limited partnership. No limited partner of GGV III, L.P. holds a 37% or greater interest in the limited partnership, which, under the Commission’s ownership attribution rules, would equate to a 10% or greater interest in Blue Casa. The sole general partner of GGV III, L.P. is Granite Global Ventures III, LLC (“GGV III, LLC”), a Delaware limited liability company that has no ownership interest in GGV III, L.P. By virtue of its control of GGV III, L.P., GGV III, LLC is attributed with GGV III, L.P.’s 27% interest in Blue Casa. This entity’s address, citizenship, principal business and attributed interest are as follows:

Name and Address	Citizenship	Principal Business	Percentage Indirect Interest in Blue Casa (to nearest 1%)
Granite Global Ventures III, LLC. 2494 Sand Hill Road, Suite 100, Menlo Park, CA 94025	United States	Investment Management	27%

GGV III, LLC has multiple managing members. Only two managing members hold 10% or greater interests in GGV III, LLC. Those two managing members, Hany Nada and Scott Bonham, are individuals. Messrs. Nada and Bonham each hold 11.25% interests in GGV III, LLC. In addition, they each hold 33.3% interests in GGV Management LLC (“GGVM”),

which is a non-managing member of GGV III, LLC. GGVM holds a 13.79% interest in GGV III, LLC. Therefore, Messrs. Nada and Bonham each hold combined attributable interests in GGV III, LLC of 15.85%. This gives each of them only a 4% attributable interest in Blue Casa. These individuals' addresses, citizenship, principal businesses, and attributed interests are as follows:

Name and Address	Citizenship	Principal Business	Percentage Indirect Interest in Blue Casa (to nearest 1%)
Hany Nada 2494 Sand Hill Road, Suite 100, Menlo Park, CA 94025	United States	Investment Management	4%
Scott Bonham 2494 Sand Hill Road, Suite 100, Menlo Park, CA 94025	Canada	Investment Management	4%

In addition to the foregoing, one entity, Adams Street Partners, LLC, indirectly controls, but does not directly or indirectly own, 13% combined interests in Blue Casa. The 13% combined interests are held directly by Adams Street 2006 Direct Fund, LP ("2006 Direct Fund") and Adams Street 2007 Direct Fund, LP ("2007 Direct Fund"). 2006 Direct Fund, which is a Delaware limited partnership, owns a direct 6% interest in Blue Casa. 2007 Direct Fund, which is a Delaware limited partnership, owns a direct 7% interest in Blue Casa. The general partner of 2006 Direct Fund is ASP 2006 Direct Management LLC ("2006 Direct Management"), a Delaware limited liability company, which owns a 1% interest in 2006 Direct Fund. The general partner of 2007 Direct Fund is ASP 2007 Direct Management LLC ("2007 Direct Management"), a Delaware limited liability company, which also owns a 1% interest in 2007 Direct Fund. 2006 Direct Management and 2007 Direct Management have a common managing member, Adams Street Partners, LLC. Adams Street Partners, LLC holds 46.75% ownership interests in both 2006 Direct Management and 2007 Direct Management. Accordingly, Adams Street Partners, has an indirect ownership interest in Blue Casa equal to a

fraction of 1%, but indirectly controls a combined interest of 13%. These entities' addresses, citizenship, principal businesses, and direct or attributed interests are as follows:

Name and Address	Citizenship	Principal Business	Percentage Direct Interest in Blue Casa (to nearest 1%)
Adams Street 2006 Direct Fund, LP One North Wacker Dr., Ste. 2200 Chicago, IL 60606	United States	Investment Management	6%
Adams Street 2007 Direct Fund, LP One North Wacker Dr., Ste. 2200 Chicago, IL 60606	United States	Investment Management	7%

Name and Address	Citizenship	Principal Business	Percentage Indirect Interest in Blue Casa (to nearest 1%)
ASP 2006 Direct Management, LLC One North Wacker Dr., Ste. 2200 Chicago, IL 60606	United States	Investment Management	6%
ASP 2007 Direct Management, LLC One North Wacker Dr., Ste. 2200 Chicago, IL 60606	United States	Investment Management	7%
Adams Street Partners, LLC One North Wacker Dr., Ste. 2200 Chicago, IL 60606	United States	Investment Management	13% (combined)

Assignee FBO Creditors: Blue Casa (assignment for the benefit of creditors),

LLC is a special purpose entity organized as a limited liability company under the laws of California to facilitate an assignment for the benefit of creditors. Its address is 1100 La Avenida Street, Building A, Mountain View, CA 94043. Assignee FBO Creditors is subject to 100% indirect ownership and control by two individuals, Michael A. Maily and Martin Pichinson. Messrs. Maily and Pichinson share control of Assignee FBO Creditors, in its sole and limited capacity as assignee for the benefit of creditors of Blue Casa Communications, Inc., through a series of intermediate entities in which they have equal 50% direct or indirect ownership interests. There are no individuals or entities that have any direct or indirect ownership or voting interests in Assignee FBO Creditors, other than Messrs. Maily and Pichinson and such intermediate entities. These individuals' addresses, citizenship, principal businesses, and

attributed interests are as follows:

Name and Address	Citizenship	Principal Business	Percentage Indirect Interest in Assignee FBO Creditors (to nearest 1%)
Michael A. Maily 1100 La Avenida St. Bldg. A, Mountain View, CA 94043	United States	Financial and Business Consulting	100% (shared with Martin Pichinson)
Martin Pichinson 1100 La Avenida St. Bldg. A, Mountain View, CA 94043	United States	Financial and Business Consulting	100% (shared with Michael A. Maily)

BCT: Blue Casa Telephone, LLC is a newly-formed start-up company organized as a limited liability company under the laws of California. Upon consummation of the proposed transaction, BCT will provide local exchange, exchange access, and domestic and international interexchange services to customers in California. BCT's address is 25115 Avenue Stanford, Suite B-210, Valencia, CA 91355

BCT is a wholly-owned subsidiary of TCAST Communications, Inc. ("TCAST"), (FRN 0004965265). TCAST is a California corporation. Its address is 25115 Avenue Stanford, Suite B-210, Valencia, CA 91355. TCAST provides telecommunications and related services in California and various other states.

TCAST is owned by the following individuals:

Name and Address	Citizenship	Principal Business	Percentage Indirect Interest in BCT (to nearest 1%)
Lee Howard 25115 Avenue Stanford, Suite B-210, Valencia, CA 91355	United States	Telecommunications	14%
James D. Howard 25115 Avenue Stanford, Suite B-210, Valencia, CA 91355	United States	Telecommunications	14%
Mark Jordan 4410 Wavertree Street San Luis Obispo, CA 93401	United States	Telecommunications	21%
Bob Carr 25115 Avenue Stanford, Suite B-210, Valencia, CA 91355	United States	Telecommunications	17%

Larry Taylor 25115 Avenue Stanford, Suite B-210, Valencia, CA 91355	United States	Telecommunications	15%
Dan Brown 930 West Comstock Court Spokane, WA 99302	United States	Telecommunications	15%

(i) As evidenced by the certifications attached to this application, Assignee FBO Creditors and BCT each certify under penalty of perjury under the laws of the United States that neither it nor any affiliate is affiliated with a foreign carrier.

(j) As evidenced by the certifications attached to this application, Assignee FBO Creditors and BCT each certify under penalty of perjury under the laws of the United States that it does not, directly or through any affiliate, seek to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the certifications attached to this application, Assignee FBO Creditors and BCT each certify under penalty of perjury under the laws of the United States that neither it nor any affiliate has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that neither he nor any affiliate will enter into such agreements in the future.

(o) As evidenced by the certifications attached to this application, Assignee FBO Creditors and BCT each certify under penalty of perjury under the laws of the United States that

that neither it nor any affiliate is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.


(p) Joint Applicants respectfully submit that this application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because neither of the Joint Applicants is affiliated with any foreign telecommunications carriers except for foreign telecommunications carriers that qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

CONCLUSION

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 3rd day of February 2011.

GOODIN, MACBRIDE, SQUERI,
DAY & LAMPREY, LLP
John L. Clark
505 Sansome Street, Suite 900
San Francisco, California 94111
Telephone: (415) 765-8443
Facsimile: (415) 398-4321
E-Mail: jclark@goodinmacbride.com

By 
John L. Clark
Attorneys for Joint Applicants

LIST OF ATTACHMENTS

Certification of Assignor

Certification of Assignee Blue Casa (assignment for benefit of creditors), LLC

Certification of Assignee Blue Casa Telephone, LLC

Attachment A - Section 63.04 Information

Blue Casa Communications, Inc. Ownership Structure

CERTIFICATION OF ASSIGNOR

I hereby certify that the statements in the foregoing application on behalf of Blue Casa Communications, Inc. are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Blue Casa Communications, Inc.

By: 

Name: Brian Plackis-Cheng

Title: Chief Executive Officer

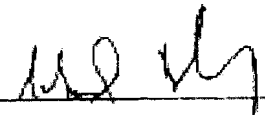
Date: 02/03/2011

CERTIFICATION OF ASSIGNEE

BLUE CASA (ASSIGNMENT FOR BENEFIT OF CREDITORS), LLC

I hereby certify that the statements in the foregoing application on behalf of Blue Casa (assignment for benefit of creditors), LLC are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Blue Casa (assignment for benefit of creditors) LLC

By: 

Name: Michael A. Maily

Title: Manager

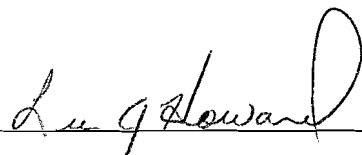
Date: 2/4/2011

CERTIFICATION OF ASSIGNEE

BLUE CASA TELEPHONE, LLC

I hereby certify that the statements in the foregoing application on behalf of Blue Casa Telephone, LLC are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Blue Casa Telephone, LLC

By:  _____

Name: Lee Howard

Title: President

Date: 02/03/2011

ATTACHMENT A

SECTION 63.04 INFORMATION

Information addressing the requirements set forth in Commission Rule

63.04(a)(6)-(12) is as follows:

(a)(6) A description of the transaction is set forth above in section I of this application.

(a)(7) **Blue Casa:** Blue Casa provides facilities-based local exchange, exchange access, and domestic and international interexchange telephone services to customers in California.

Assignee FBO Creditors: Assignee FBO Creditors does not, and does not intend to, provide any services.

BCT and affiliates: BCT currently has no operations. BCT's parent, TCAST, provides facilities-based local exchange, exchange access, and domestic and international interexchange telephone services, broadband Internet, and VoIP to commercial and wholesale customers. TCAST holds state telecommunications operating authority issued by regulatory commissions in the states of Arizona, California, Nevada, Oregon, and Washington.

(a)(8) This application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the proposed transaction would result in the BCT, the assignee, having a less than 10% share in the interstate, interexchange market, BCT would provide competitive telephone exchange services or exchange services, if any, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transactions, and none of the applicants is dominant with respect to any service. (*See* 47 C.F.R. § 63.03(b)(2)(ii).) .

(a)(9) Through this application, Joint Applicants are seeking authority with respect to both international and domestic Section 214 authorizations (this application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission

Rule 63.04(b), 47 C.F.R. § 63.04(b)).

(a)(10) Joint Applicants are seeking special consideration of this application because Blue Casa is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in section IV of this application.

BLUE CASA COMMUNICATIONS, INC. OWNERSHIP STRUCTURE

